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Attorneys for Plaintiffs
THOMAS WEISEL PARTNERS LLC and
THOMAS WEISEL INTERNATIONAL
PRIVATE LIMITED

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

THOMAS WEISEL PARTNERS LLC, a
Delaware limited liability company, and
THOMAS WEISEL INTERNATIONAL
PRIVATE LIMITED, an Indian company,

Plaintiffs,

v.

BNP PARIBAS, a French corporation, BNP
PARIBAS SECURITIES (ASIA) LIMITED,
a Hong Kong company, and PRAVEEN
CHAKRAVARTY, an individual,

Defendants.

No. C-07-6198 MHP

Action Filed: December 6, 2007

DECLARATION OF LISA SORANI IN
SUPPORT OF PLAINTIFFS'
CONSOLIDATED OPPOSITION TO
DEFENDANTS' MOTIONS TO
DISMISS PLAINTIFF'S FIRST
AMENDED COMPLAINT

Date: August 18, 2008
Time: 2:00p.m.
Place: Courtroom 15
Judge: Hon. Marilyn Hall Patel

1 I, Lisa Sorani, declare:

2 1. I am a Vice President and Associate Director of Human Resources at Thomas
3 Weisel Partners, LLC ("TWP LLC"). I have been employed in that position since February
4 16, 2006. I joined TWP LLC as an Associate and Human Resources Generalist on October
5 4, 2004. I was promoted to Associate Director of Human Resources on September 1, 2005
6 and became a Vice President on February 16, 2006. I am familiar with the policies and
7 practices of TWP LLC's human resources department. I am also in charge of TWP LLC's
8 personnel files. My responsibilities include oversight of the human resources function for
9 Thomas Weisel International Private Limited ("TWIPL"). In that capacity, I and employees
10 under my supervision developed human resources policies for TWIPL and maintained
11 personnel files on TWIPL employees. I make this Declaration upon personal knowledge
12 and, if called upon to testify, could and would testify competently hereto.

13 **A. Defendant Praveen Chakravarty.**

14 2. On August 7, 2003, TWP LLC offered Defendant Praveen Chakravarty a position
15 as an Equity Research Associate in its San Francisco office. On August 13, 2003,
16 Chakravarty accepted that offer. Attached hereto as Exhibit A is a true and correct copy of
17 TWP LLC's offer letter to Chakravarty, signed by Chakravarty, which I obtained from
18 Chakravarty's personnel file.

19 3. Chakravarty is an Indian citizen and was employed in San Francisco until on or
20 about October 1, 2005, pursuant to a non-immigrant worker visa.

21 4. As a condition of his employment, Chakravarty agreed to protect TWP LLC's
22 confidential information, to not solicit its employees, and to not use his position or TWP
23 LLC's confidential information for his personal gain or to compete with TWP LLC.
24 Attached hereto as Exhibit B is a true and correct copy of TWP LLC's employee handbook.
25 Attached hereto as Exhibit C is a true and correct copy of a TWP LLC "Acknowledgement
26 Of Receipt Of Employee Handbook And Agreement To Employment At Will,
27 Confidentiality, Non-Solicitation, And Agreement To Arbitrate" signed by Chakravarty. A
28 copy of this agreement was in Chakravarty's personnel file.

1 5. On or about October 1, 2005, TWP LLC assigned Chakravarty to TWIPL in
2 Mumbai to take the lead management role in building up and running the research side of
3 Discovery Research. Chakravarty remained an employee of TWP LLC until his termination
4 in 2007. In Mumbai, Chakravarty reported to KV Dhillon. As part of his international
5 assignment, Chakravarty was named "Director of Discovery Research" and received a raise
6 and significant benefits, including a guaranteed bonus, an equity award and a substantial
7 housing allowance. Attached hereto as Exhibit D are true and correct copies of (1) a
8 September 29, 2005 letter to Chakravarty setting forth the terms of Chakravarty's
9 "International Assignment" to TWIPL in Mumbai and (2) a June 23, 2006 letter verifying
10 the details of Chakravarty's assignment in Mumbai. These letters were both in
11 Chakravarty's personnel file.

12 **B. Discovery Research Analysts.**

13 6. The Discovery Research Analysts were directly employed by TWIPL. Attached
14 hereto at Exhibit E are true and correct copies of offer letters from TWIPL for the 17
15 research analysts and research associates that left Discovery Research between October 31
16 and November 7, 2007.

17 7. Although directly employed by TWIPL, all Discovery Research employees had
18 to comply with TWP LLC policies for research analysts. Attached hereto as Exhibit F is a
19 true and correct copy of a TWIPL new hire binder with the policies that TWIPL employees
20 had to adhere to, including many TWP LLC policies (for example, TWP LLC's Compliance
21 Policy, TWP LLC's Anti-Money Laundering Policy, TWP LLC's Equity Research Policies
22 Manual and TWP LLC's Computer Software and Internet Access Service Policies).
23 Attached hereto as Exhibit G are true and correct copies of signed acknowledgments that the
24 research analysts and research associates who left Discovery Research between October 31
25 and November 7, 2007 had read and agreed to the policies in the TWIPL new hire binder,
26 including the TWP LLC policies. Copies of these acknowledgments were in the employees'
27 personnel files.

28 I declare under penalty of perjury under the laws of the United States of America that

SORANI DECL. ISO OPP. TO DEFS.' MOT. TO DISMISS FIRST AM. COMPL. C-07-6198 MHP

1 the foregoing is true and correct.

2 Executed this 24 day of June 2008 at San Francisco, California

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4 Lisa Sorani
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13 HOWARD
14 RICE
NEMEROVSKI
CANADY
FALK
& RABKIN
A Professional Corporation